

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE**

TIMOTHY BOND,

Lead Plaintiff

and

JEAN-NICOLAS TREMBLAY,

Named Plaintiff,

Individually and on Behalf of All Others Similarly
Situated,

v.

CLOVER HEALTH INVESTMENTS, CORP.
f/k/a SOCIAL CAPITAL HEDOSOPHIA
HOLDINGS CORP. III, VIVEK GARIPALLI,
ANDREW TOY, JOE WAGNER, and
CHAMATH PALIHAPITIYA,

Defendants.

Case No. 3:21-cv-00096

Judge Aleta A. Trauger

MOTION TO DISMISS THE FIRST AMENDED COMPLAINT

Defendants Clover Health Investments, Corp. f/k/a Social Capital Hedosophia Holdings Corp. III, Vivek Garipalli, Andrew Toy, Joe Wagner, and Chamath Palihapitiya (collectively, the “Defendants”), by and through their attorneys, hereby move the Court to dismiss the First Amended Complaint for Violations of the Federal Securities Laws (the “Complaint”). As set forth in the accompanying Memorandum of Law in Support of the Defendants’ Motion to Dismiss, Defendants respectfully request that the Court dismiss with prejudice the Complaint in its entirety pursuant to Federal Rules of Civil Procedure 9(b) and 12(b)(6), and grant Defendants such further and other relief as the Court may deem just and proper. Among other things, Plaintiffs’ claims fail

to allege actionable misstatements or omissions; Plaintiffs' claims fail to plead facts that give rise to a strong inference of scienter for any Defendant; and to the extent they are based on the existence of the DOJ Inquiry and alleged violations of law, Plaintiffs' claims have not pleaded loss causation. Because Plaintiffs fail to state a claim for a primary violation of Section 10(b), Plaintiffs' Section 20(a) claim also fails as a matter of law. This motion is also supported by the Declaration of Gary A. Crosby II in Support of Defendants' Motion to Dismiss the Complaint, dated August 27, 2021, and exhibits thereto.

Dated: August 27, 2021

Respectfully submitted,

BASS BERRY & SIMS PLC

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Corp. III, Vivek Garipalli, Andrew Toy, Joe
Wagner, and Chamath Palihapitiya*

CERTIFICATE OF SERVICE

I hereby certify that the foregoing was filed electronically on August 27, 2021. Notice of this filing will be sent to all electronically registered parties by operation of the Court's electronic filing system. The names of the attorneys for other parties who are registered to receive notices of filings through the Court's system are:

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